

1. PREAMBLE AND OBJECTIVE

MONEYWISE FINANCIAL SERVICES PRIVATE LIMITED ("Company") is a public company registered in India under the Companies Act, 2013 and is listed on the stock exchange of India.

**MONEYWISE FINANCIAL SERVICES PRIVATE  
LIMITED**

**VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

(Originally adopted by the Board of Directors on November 7, 2017 and further amended on November 10, 2020)

### **1. PREAMBLE AND OBJECTIVE:**

Moneywise Financial Services Private Limited (“the Company”) considering the interest of all its well-wishers, who want to report the genuine concerns within the organization, implements the Vigil Mechanism/Whistle Blower Policy (“the Policy”).

The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

### **2. REGULATORY REFERENCES:**

Section 177 of the Companies Act, 2013, requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

This policy seeks to define and establish the position of the Company on the framework for reporting instances of unethical/fraudulent conduct and taking suitable steps to investigate and correct the same. Accordingly, this policy lays down the following:

- Setting up relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures;
- Procedure to disclose any suspected unethical and/or fraudulent practice taking place in the Company;
- Maintaining the Confidentiality to the person who makes disclosure towards such unethical and/or fraudulent practice in the Company, and
- Mechanism for taking action and reporting on such disclosures to the relevant authority within the Company.

### **3. DEFINITIONS:**

In this Policy, unless the context requires otherwise:

- a) “**Audit Committee**” shall mean the Audit Committee of the Company as constituted under section 177 of the Companies Act, 2013.



- b) “**Committee**” means the Vigil Mechanism Committee constituted under this Policy.
- c) “**Company**” means Moneywise Financial Services Private Limited.
- d) “**Director**” means any Executive, Non-Executive, Nominee or Alternate Director of the Company. “
- e) “**Disclosure**” means any communication in relation to an unethical practice (including anonymous disclosures, if any) made in good faith by the Vigil Mechanism to the designated committee under this policy.
- f) “**Employee**” means any employee or officer of the Company.
- g) “**Investigators**” means any person(s) duly appointed/consulted by the Vigil Mechanism Committee to conduct an investigation under this policy.
- h) “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence Unethical Practice.
- i) “**Subject**” means a person against or in relation to whom a Disclosure is made under this policy.
- j) “**Unethical practice**” means and includes, but not limited to, the following suspected activities/ fraudulent practices being followed in the Company:

- Manipulation of Company data / records;
- Abuse of authority at any defined level in the Company;
- Disclosure of confidential / proprietary information to unauthorized personnel;
- Violation of applicable laws and regulations to the Company, thereby exposing the Company to penalties/ fines;
- Any instances of misappropriation of Company assets;
- Activity violating any laid down Company policy, including the Code;
- Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.

k) “**Vigil Mechanism**” means any Employee of the Company, making a Disclosure under this policy.

#### **4. THE GUIDING PRINCIPLES:**

To ensure that this Policy is adhered to and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Vigil Mechanism and/or the person processing the Protected Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
3. Ensure complete confidentiality;
4. Not attempt to conceal evidence of the Protected Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made / to be made;
6. Provide an opportunity of being heard to the persons involved especially to the Subject.

## **5. ELIGIBILITY**

Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

## **6. YOUR DUTY TO REPORT:**

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct and Ethics. It is important that you report all suspected violations. This includes:

1. Abuse of authority
2. Breach of fiduciary obligation
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence involving moral turpitude
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Serious or widespread breach of Employee Code of Conduct or Rules

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct and Ethics has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws.

## **7. CONSTITUTION OF COMMITTEE:**

A Committee namely "Vigil Mechanism Committee" is hereby constituted to look into the matters with respect to genuine concern in such manner as may be prescribed. The Committee in its present form comprises of the following persons:

<b>S.NO</b>	<b>Name of the Member(s)</b>	<b>Designation</b>
1.	Mr. Kundan Mal Agarwal	Chairman
2.	Mr. Rajendra Prasad Mahipal	Member
3.	Mr. Ajay Garg	Member





## **8. PROCEDURE TO DISCLOSE:**

You must report all suspected violations to:

- (i) your immediate supervisor;
- (ii) the Chief Compliance Officer; or
- (iii) anonymously, by sending an e-mail to:

[whistleblower@smcindiaonline.com](mailto:whistleblower@smcindiaonline.com) or by sending an anonymous letter to the Company Secretary at:

Company Secretary

Moneywise Financial Services Private Limited

11/6-B, Shanti Chamber, Pusa Road

New Delhi-110005

[info@smcfinance.com](mailto:info@smcfinance.com)

Tel No: 011-30111000

If you have reason to believe that you're immediate supervisor or the Chief Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of the Company Board of Directors (the "Audit Committee") at:

Chairperson,

Audit Committee

Moneywise Financial Services Private Limited

11/6B, Shanti Chambers

Pusa Road

New Delhi- 110005

Because you have several means of reporting, you need not to report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected

violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

#### **9. PROCEDURE FOR INVESTIGATION:**

On receipt of the Disclosure(s) the Person/Committee will assess the merits of the Disclosure(s) through preliminary investigation and in case the Committee finds merit in the Disclosure(s) with respect to

- I. The alleged act constitutes an Unethical Practice, and
- II. The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of preliminary investigation.

then it would appoint Investigators which will inquire the Disclosure(s) in accordance with the terms and conditions as stipulated by the Committee and within such time frame as defined by the Committee for the particular Disclosure(s).

The investigators will submit its investigation report to the Committee which along with its recommendation shall forward the same to the Chairman or Vice-Chairman of the Company who will take the final decision, initiate appropriate action and intimate to the Committee.

Nothing herein shall limit direct access to the Chairman of the Audit Committee in exceptional cases.

#### **10. PROTECTION AGAINST VICTIMISATION:**

a) No unfair treatment will be meted out to a Complainant by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a rule, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Complainant. Complete protection will, therefore, be given to Complainant against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Complainant's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Complainant may experience as a result of making the Protected Whistle Blower Policy and Establishment of Vigil Mechanism Disclosure. Thus, if the Complainant is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Complainant to receive advice about the procedure, etc.

b) A Complainant/Whistle Blower may report any violation of the above clause to the Audit Committee, who shall investigate into the same and recommend suitable action to the management



c) The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. d) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Complainant

#### **11. CONFIDENTIALITY:**

The Company shall keep the identity of the Complainant confidential throughout the proceedings and in order to protect victimization of the Complainant. Further, it shall be the duty of the Company to keep all the documents, minutes, records etc. of the case confidential, provided that nothing shall apply in case the appropriate Government Authority or the Court of Justice asks for such documents, minutes, records etc.

#### **12. DOCUMENT RETENTION:**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

#### **13. REVIEW OF VIGIL MECHANISM:**

Audit Committee of the Company shall review the functioning of the Vigil Mechanism Committee annually.

#### **14. AMENDMENT**

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

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**Himanshu Gupta**  
**Chairman, Director & CEO**